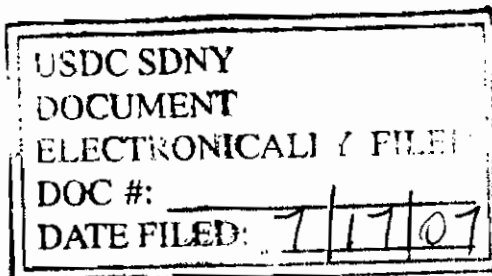


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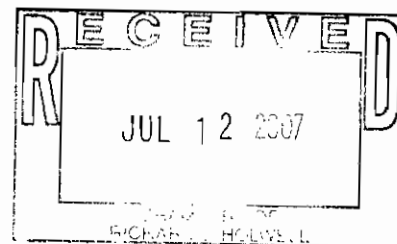
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July 11, 2007

Judge Richard J. Holwell  
United States District Court  
Southern District of New York  
500 Pearl Street  
New York, NY 10007



Re: Napolitano v. Town Sports (Civil Action No. 07-6125)

Dear Judge Holwell:

We represent defendant Town Sports International Holdings, Inc. ("Holdings"), which filed a motion to dismiss before this case was transferred to this Court from the Eastern District of Pennsylvania. We write to alert the Court that part of that motion (which sought to dismiss for failure to state a claim) remains pending.

Plaintiff Frank J. Napolitano's complaint alleges that Holdings breached two stock option agreements entered into among himself, Holdings and Town Sports International, Inc. ("International"). Both agreements are attached to the complaint. Each granted Napolitano options to purchase Holdings stock. Napolitano alleges that he exercised his options in compliance with the requirements of the agreements, but that Holdings failed to issue him stock. Napolitano has brought this action seeking specific performance of the agreements (Count I) and damages (Count II). Holdings contends that Napolitano does not, and cannot, allege that he exercised his options in a timely, proper manner.

Defendants moved in the Eastern District of Pennsylvania to dismiss the complaint because there was no jurisdiction over Holdings, FED. R. CIV. P. 12(b)(2); because the complaint failed to state a cause of action against Holdings, FED. R. CIV. P. 12(b)(6); and because International was not a proper party, FED. R. CIV. P. 12(b)(6).

By order dated May 23, 2007, the Pennsylvania court dismissed International as an improper party, and transferred the rest of the case to this Court. *Napolitano v. Town Sports International Holdings, Inc.*, 2007 U.S. Dist. LEXIS 37864 (E.D. Pa. May 23, 2007). But, because the Pennsylvania court concluded that it did not have jurisdiction over Holdings, it did not decide that part of the motion seeking dismissal for failure to state a claim against Holdings. That portion of the motion is fully briefed, and remains pending. Since the motion is fully submitted, we assume that a pre-motion conference under Rule 3(A) of the Court's practices is unnecessary. But if the Court would prefer that we request a pre-motion conference, we respectfully ask that the Court alert us, and we will make the appropriate application.

Respectfully submitted,

  
Jordan Stern

cc: Richard G. Tuttle, counsel to plaintiff

